

1 to switch this network basically to interconnect
2 it to the network that we had in Philadelphia,
3 Pennsylvania, and Delaware. And we operated from
4 a technical perspective as if it was one network.

5 Q. You mentioned the name Ellis Thompson.
6 Can you tell me who he is?

7 A. Ellis Thompson is the owner of the
8 Atlantic City license.

9 Q. How do you know that?

10 A. Because I was in -- well, I've had
11 several meetings with Ellis Thompson.

12 Q. Was it Mr. Thompson himself that told
13 you he owns the system or did somebody else tell
14 you?

15 A. Well, I saw some of the FCC documents
16 that had his name on them. I don't recall if
17 anyone specifically told me that he owned the
18 system.

19 Q. Can you recall how you initially met
20 him?

21 A. I initially met him when I was at
22 Amcell. Some of the people at Amcell had talked
23 to Mr. Thompson about Amcell managing the
24 Atlantic City network and managing it for him out
25 of our Wilmington, Delaware, network.

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1 Q. What were your specific duties and
2 responsibilities as to the Atlantic City system
3 while at Amcell?

4 A. They were the same as they were at
5 Comcast.

6 Q. Did you report to Mr. Thompson?

7 A. I did not report to Mr. Thompson. When
8 you say report, you mean --

9 Q. Report directly as an employee.

10 A. No.

11 Q. How often would you say you have spoken
12 with Mr. Thompson while both at Amcell and
13 Comcast?

14 A. Several dozen times.

15 Q. Has Mr. Thompson ever given you
16 instructions?

17 A. Yes.

18 Q. Can you describe some instructions
19 Mr. Thompson has given you?

20 A. Yes. One particular session that comes
21 to mind was reviewing a capital budget, I believe
22 it was 1991's budget, I don't recall the specific
23 year. But there was a concern about the amount
24 of capital that we had proposed and the business'
25 ability to support the capital. And he had

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1 requested that we go back and revise the
2 capital. So we came back with a reduced capital
3 plan.

4 Q. Can you recall any other specific
5 instructions?

6 A. Yes. There was a site, I believe it
7 was actually in the -- I don't remember if it was
8 that capital plan or not, but we had a site
9 called the Somers Point site, where we had gone
10 out and acquired a lease for that particular
11 site. And he had specifically asked if we could
12 purchase the property. So I had people go back
13 and find out about the purchase of the property.

14 Q. And what came of that?

15 A. It turned out that the size of the
16 property was too large and it wasn't a worthwhile
17 investment for him to purchase the property. So
18 he continued with the lease option.

19 Q. Did you attend the quarterly meetings
20 for Ellis Thompson Corporation?

21 A. Yes.

22 Q. When you say you've met with
23 Mr. Thompson several dozen times, does that
24 include these quarterly meetings?

25 A. Yes, it would.

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1 Q. Have you met with Mr. Thompson in other
2 than these quarterly meetings?

3 A. Yes, I have.

4 Q. In what context have you met with him
5 outside of a quarterly meeting?

6 A. In one particular instance, we -- it
7 was myself, Ellis Thompson, and Sam Azeez drove
8 around when we were building the -- building the
9 Atlantic City system, we drove Mr. Thompson to
10 all of the sites that we had built or that were
11 actually under construction. And we also drove
12 him to the Wilmington sites that were used for a
13 microwave interconnect and we also took him to
14 the Wilmington switching office. And I had also
15 shown him around the switching office on previous
16 occasions.

17 Q. At this time do you recall how many
18 sites were in operation?

19 A. At what time?

20 Q. At the time you took Mr. Thompson to
21 the sites.

22 A. No sites were in operation at that
23 time, we were under construction.

24 Q. Do you know if Mr. Thompson ever
25 visited the sites once the system was in

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1 operation?

2 A. I don't recall.

3 Q. At the point of time where you left
4 your position, the engineering position of
5 Comcast in 1994, the one we've been discussing,
6 how many sites were in operation in the Atlantic
7 City system?

8 A. I believe it was seven or eight.

9 Q. What kind of facilities are in place at
10 these sites?

11 A. They are what we would call typical
12 cell sites which usually is a -- actually at most
13 of these sites -- it's another -- someone else
14 owns the tower. So there's a tower that we lease
15 space on. This is our typical site. There's
16 typically a building that's 12 by 30 feet in
17 dimension and a fence around the compound and an
18 access road.

19 Q. And what is in this building?

20 A. The cellular base stations and in one
21 of the sites we've got microwave equipment also.

22 Q. Are these buildings locked?

23 A. Yes.

24 Q. Who would have a key?

25 A. The -- usually the site technicians

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1 that maintain the area.

2 Q. Is there anything in these buildings
3 other than the cellular base stations?

4 A. No.

5 Q. If Mr. Thompson wanted to gain access
6 to one of these buildings, would he be able to do
7 so?

8 A. Yes.

9 Q. What would he need to do?

10 A. He would need to contact the operations
11 manager for that system to get a technician to
12 meet him there to open the door, the same as I, I
13 would do the same thing. I don't have keys. We
14 would keep them in one location for security.

15 Q. When you visited the switch in
16 Wilmington, whose idea was it to do that?

17 A. It was either Ellis Thompson or Sam
18 Azeez, I don't recall.

19 Q. What was the purpose of visiting the
20 switch?

21 A. To understand better what the network
22 was, to understand how these sites would be
23 connected back to this facility, to understand
24 the facility that we had built which would then
25 control these sites electronically.

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1 Q. Does the Atlantic City system currently
2 share that switch in Wilmington?

3 A. The Atlantic City system shares the
4 switch in Wilmington as far as I know.

5 Q. At the time you were visiting the
6 switch, if I recall correctly, you stated that
7 the Atlantic City system was not yet operational,
8 correct?

9 A. That's correct.

10 Q. Was it known at the time you were
11 visiting the switch that the Atlantic City system
12 would be sharing that particular switch?

13 A. Yes.

14 Q. Was the visit to this switch for
15 Mr. Thompson's benefit, to educate him on how
16 cellular works?

17 A. Yes.

18 Q. Can you recall if he was inquisitive,
19 very inquisitive, while touring the facilities?

20 A. He was extremely inquisitive. As a
21 matter of fact, he took pictures of everything
22 too. We had to stop and buy more film, that's
23 how many pictures he took.

24 Q. A few moments ago we were discussing
25 instructions Mr. Thompson has given you. Can you

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1 recall any other instructions? You mentioned
2 one, reviewing the budget, and one, looking into
3 purchasing the site at Somers Point?

4 A. Yes. Actually, every time -- each
5 year, when it was budget review, we would -- we
6 set a budget. And typically he would come back
7 and ask us to come up with a revised budget that
8 had less capital associated with it. And that
9 started actually from -- we built the initial
10 four sites I think it was -- I believe it was two
11 years after that when we started to propose to
12 add sites. And at that point that's when he had
13 questioned the capital budgets.

14 Q. And he's questioned them every year
15 thereafter?

16 A. Yes.

17 Q. By what amounts would he typically
18 request that they be lowered? Did he actually
19 request that they be lowered?

20 A. He would request that we review these
21 budgets and determine if there was another way to
22 still satisfy the customers and reduce capital.
23 Typically we would come back and we would be able
24 to reduce capital, not propose the optimal
25 system, but propose a system that would support

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1 the customer base and it would support --
2 minimally support growth areas that we had
3 projected. And we would typically reduce the
4 budget from 100 to \$300,000 out of a million or
5 so.

6 Q. Would this request typically come in
7 the actual meeting or would it come sometime
8 thereafter?

9 A. Right during the meeting, as we
10 reviewed the budget.

11 MR. WEBER: I would like to have this
12 marked as Villecco Exhibit 1. It's a three-page
13 document titled Ellis Thompson Meeting with the
14 Bates stamps AM 145227 sequentially through
15 145229.

16 (Villecco Exhibit No. 1 was
17 marked for identification.)

18 BY MR. WEBER:

19 Q. Do you recognize this document?

20 A. Yes.

21 Q. Are these minutes from the Ellis
22 Thompson meeting on November 10, 1993?

23 A. Yes, they are.

24 Q. I'd like you to turn to the third page
25 and have you look at the third paragraph on that

1 page. Do you recall the matter discussed in this
2 paragraph?

3 A. Yes. This is what I was referring to a
4 few minutes ago. What we had done was we had
5 proposed what we had called plan A, that was the
6 formal plan. And we had submitted that. And
7 then he had asked for us to go back and look at
8 what we had referred to as plan B so that we
9 could reduce the capital expenses.

10 Q. Do you recall which of the two plans
11 was eventually adopted or was one of the two
12 plans eventually adopted?

13 A. I believe it was B. We actually rarely
14 had our plan A's adopted, they were typically the
15 plan B's that were adopted.

16 Q. By this would he be specifically
17 rejecting your initial proposal?

18 A. He usually understood the proposal.
19 His issue was primarily capital dollars, total
20 capital dollars. He didn't specifically reject
21 the proposal, what he wanted to do -- his goal
22 was just typically to reduce capital outlet.

23 Q. When he would have you seek another
24 plan, would you typically take any action to try
25 to change his mind?

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1 A. Well, yeah, we would try to convince
2 him that in this particular case that plan A was
3 the better plan because it would serve -- it
4 would allow for more graceful growth, it was
5 simpler to manage from an engineering standpoint,
6 from a frequency planning standpoint, and it
7 would effectively better serve the customers.

8 Q. In this particular instance here, what
9 did he say after you told him what you've just
10 said here?

11 A. I believe his comments were along the
12 lines of is there any way that we could reduce it
13 and still achieve those goals.

14 Q. Do you believe plan B still obtained
15 those goals?

16 A. It significantly obtains those goals,
17 yes.

18 Q. How would you go about presenting a
19 proposal to Mr. Thompson? Say when you were
20 presenting plan A, how would that be done?

21 A. Usually what we would do is we would
22 prepare an engineering exhibit which would show
23 propagation maps in different colors in a graphic
24 form, the coverage that we had in the system. We
25 would then have another overlay that would show

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1 proposed sites or changes to particular sites.

2 And then we would point out particular
3 areas that there may have been customer
4 complaints or we would point out particular areas
5 that had high concentrations of traffic. And
6 then from that point, after we had gone through
7 the graphic display, then we would go through the
8 actual capital budget which was typically in a
9 spreadsheet form.

10 Q. Would Mr. Thompson receive this
11 material prior to a meeting?

12 A. He would not receive the propagation
13 maps and exhibits. Typically what we would do is
14 send him the budget itself.

15 Q. Did you play a role in devising the
16 budget?

17 A. Yes.

18 Q. Can you describe that?

19 A. I had several people that worked for me
20 that would develop the budget, they would present
21 it to me, I would approve it. I would then
22 present it to Anna Hillman and she would
23 incorporate it into the overall budget and then
24 at that point we would present it to Ellis
25 Thompson.

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1 Q. Did any of your engineering proposals
2 have to be presented to Anna Hillman prior to
3 being presented to Mr. Thompson or was it all
4 just part of the budget?

5 A. No, that was part of the budget from a
6 financial standpoint. Actually we dealt directly
7 with -- I mean aside from the budget, we dealt
8 directly with Ellis Thompson and David Lokting on
9 things like cell site leases and that type of
10 thing. So only for purposes of the budget, in
11 order to incorporate it into one document, it
12 went through Anna Hillman.

13 Q. This exhibit in front of you, Villecco
14 Exhibit 1, I'd also like you to look at the
15 fourth paragraph on that third page and tell me
16 if you can recall the matters discussed in that
17 paragraph?

18 A. Yes, I do.

19 Q. And what were the matters?

20 A. Mr. Thompson was aware of digital
21 cellular coming on the horizon. And he had asked
22 about digital cellular and if we had any
23 recommendations for one and should it be placed
24 into the Atlantic City network. On top of that,
25 we had been discussing with AT&T as a possible

1 equipment vendor for our digital cellular plan to
2 perform a CDMA trial. We had talked about it in
3 the Atlantic City system.

4 And we talked to AT&T about it in the
5 Atlantic City system because the Atlantic City
6 system had less channel density than other parts
7 of our system. And we told the people at AT&T
8 that, if we were to perform this trial in
9 Atlantic City, it would have to be at no cost and
10 that we would have to get approval from Ellis
11 Thompson before we did it. And that was what the
12 discussion was.

13 Q. Was the trial ever done?

14 A. He approved it, but we never did it,
15 AT&T backed out.

16 Q. Did you attend all of the quarterly
17 meetings during your tenure?

18 A. As far as I can remember, yes.

19 Q. What was your role at these meetings?

20 A. Typically I would talk about system
21 performance, operating results, the technical
22 operating results, not the financial operating
23 results, and progress on capital expenditures and
24 projected capital expenditures for the year
25 coming.

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1 Q. You've mentioned that you had seven or
2 eight employee that reported directly to you and
3 approximately 140 employees under you at that
4 point?

5 A. That's correct.

6 Q. Did you ever have any discussions with
7 them about the ownership of the Atlantic City
8 system?

9 A. Yes. As a matter of fact, they were
10 well aware of our management agreement with Ellis
11 Thompson Corporation and that anything that we
12 had done in Atlantic City would have to have
13 prior approval.

14 And, in fact, the implementation group
15 which is the construction group of my department
16 would deal directly with either Ellis Thompson or
17 David Lokting to get approval on terms of leases,
18 to get signatures on leases, to get extraordinary
19 capital expenditure approvals. If, for example,
20 we ran into a site that had unusual soil
21 conditions which required more foundation, we
22 would have to go and get additional approval for
23 that.

24 Q. Did they get this knowledge about the
25 management agreement from you or do you know

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1 where they came about this knowledge?

2 A. Primarily from me. However, it was --
3 the management agreement was commonly discussed
4 and they may have picked it up in other meetings
5 as well.

6 Q. What do you mean by commonly discuss?

7 A. Among myself and Anna Hillman and the
8 senior executives, as to how it was that we were
9 to develop and maintain the system in Atlantic
10 City for Ellis Thompson.

11 Q. Have you read the management agreement?

12 A. I believe I read it back in '88, but I
13 don't recall specific wording in the document at
14 this point.

15 Q. Can you recall who gave it to you?

16 A. I believe it was Sam Azeez.

17 Q. Can you recall if anybody explained the
18 significance of the meaning of the agreement to
19 you?

20 A. I don't recall.

21 Q. You mentioned earlier that you had had
22 discussions with Anna Hillman about the agreement
23 when you were saying it was commonly discussed.

24 A. Uh-huh.

25 Q. Can you tell us the nature of those

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1 discussions with Ms. Hillman about the management
2 agreement?

3 A. Usually the discussions actually were
4 in reference to the agreement, typically not
5 about the agreement itself, and they were usually
6 in reference to the agreement when we were
7 discussing capital budget and capital budget
8 approval, capital budget changes, if we had any
9 projected overruns, that type of thing.

10 And we would refer back to -- the
11 discussion would then lean toward the fact that
12 the agreement required us to then go back and get
13 approvals for any changes.

14 Q. How much of your work in the position
15 with Comcast were you required to get
16 Mr. Thompson's approval?

17 A. How much of it? 100 percent.

18 Q. You mentioned earlier leases. Did you
19 do any of the work in finding the initial cell
20 sites?

21 A. Yes.

22 Q. Did you do any of the work negotiating
23 a lease with the prospective landlords for these
24 cell sites?

25 A. Yes.

1 Q. Can you describe what you did?

2 A. We would go in to the landlord, talk to
3 the landlord, and what we would do is we would
4 represent to the landlord that we were
5 representatives of Ellis Thompson Corporation,
6 that we were not the licensee, that Ellis
7 Thompson was the licensee, that we had a
8 management agreement with Ellis Thompson, and
9 that we were negotiating a lease on behalf of
10 Ellis Thompson Corporation. We would then
11 represent that the leases that were negotiated
12 would be forwarded on to Ellis Thompson for his
13 review and approval prior to execution.

14 Q. Are the leases used for the sites in
15 Atlantic City standard lease forms used by
16 Comcast?

17 A. Yes.

18 Q. Did Mr. Thompson or Mr. Lokting ever
19 get involved in the negotiation of a lease?

20 A. Not directly.

21 Q. To your knowledge did Mr. Thompson ever
22 ask for a lower monthly rent to be negotiated or
23 anything to that degree?

24 A. To the best of my knowledge, he never
25 requested that we go for a lower rent. But

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1 typically what we would do is we would compare
2 the rents that we had negotiated to the average
3 rents in the other systems so he had a point of
4 comparison.

5 MR. WEBER: I would like to have this
6 marked as Villecco Exhibit 2. It's a two-page
7 letter dated August 21, 1991, with the Bates
8 stamps AM 143983 and 143984.

9 (Villecco Exhibit No. 2 was
10 marked for identification.)

11 BY MR. WEBER:

12 Q. Do you recognize this letter, sir?

13 A. Yes.

14 Q. Did you send it to Mr. Lokting?

15 A. Yes, I did.

16 Q. Did Mr. Thompson give prior approval to
17 the hiring of zoning attorneys?

18 A. Normally we would have the zoning -- in
19 the capital budget, we would have legal costs
20 built into it. And what we would do is we would
21 use the attorneys that we had used for our other
22 sites in the area, attorneys that were familiar
23 with that region.

24 Q. So the hiring of these attorneys was
25 part of the budget?

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1 A. Part of the budget, that's correct.

2 Q. When Mr. Thompson would review the
3 budget, how specific would the items be on the
4 budget; namely, would zoning attorneys be one of
5 the items he would see when reviewing the budget?

6 A. Zoning attorneys would not be a
7 specific line item. There was a line item for
8 site acquisition and I don't remember if we had
9 another line besides that, but it was at least
10 site acquisition and everything was lumped into
11 that. And we had explained to him that site
12 acquisition had consisted of legal, engineering,
13 civil, everything required to get the approvals.

14 Q. Did you have authority to incur
15 expenses on behalf of the Atlantic City
16 system --

17 A. No.

18 Q. -- if they were within budget?

19 A. If they were within budget, yes.

20 Q. How specific did you have to stay
21 within budget, did you have to stay within budget
22 for each line item or, if one line item had a
23 surplus, you could go over slightly with another
24 line item?

25 A. We would stay within a line item. And,

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1 if the line item -- if we have changed our
2 projections such that the line item would be
3 exceeded but the overall budget would not be
4 exceeded, we would present that to Ellis Thompson
5 to let him know that overall we felt we were
6 going to make budget; however, one line will
7 exceed.

8 Q. And he would have to approve for that
9 one line item to be exceeded?

10 A. Yes. And typically it was a phone call
11 if the entire budget was maintained.

12 Q. Did you deal primarily with Mr. Lokting
13 or with Mr. Thompson?

14 A. I dealt with both. I used to send
15 correspondence primarily to Mr. Lokting because
16 he had an address with an office that we could
17 send Federal Expresses and I could have a
18 secretary confirm receipt of that type of thing.
19 So usually I would send Ellis Thompson
20 correspondence through Mr. Lokting's office.

21 Q. How often would you say you were in
22 contact with Mr. Lokting?

23 A. Usually -- I guess it was during the
24 budget meeting. So the quarterly review meetings
25 David Lokting usually attended so I was in

1 contact with him then. And, when we had either a
2 lease issue that had to be resolved, including
3 execution and review of a lease, or if there was
4 a capital issue that had to be addressed, I would
5 usually contact Mr. Lokting and he would contact
6 Mr. Thompson. And oftentimes the two of them
7 would return the call.

8 Q. If Mr. Thompson was objecting to a
9 budget, wanting you to find a less expensive way
10 to build out the system, would anybody else be
11 involved in discussions with him to change his
12 mind or to show him the need for the proposal?

13 A. I'm not sure if I follow the question.

14 Q. Earlier we were discussing that
15 occasionally Mr. Thompson would object to a
16 particular proposal and want to find a different
17 way to build out the system, such as when we
18 discussed the plan A/plan B. And I had asked you
19 at that point if you had ever done anything to
20 try to change his mind and you said you tried to
21 describe to him the need for this. Would anybody
22 else become involved in those discussions?

23 A. Usually, from the system and system
24 expansion standpoint, it was primarily my
25 responsibility and I would be the person that

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1 would explain this and try to convince
2 Mr. Thompson that this would be the right thing
3 to do for this system. I recall one or two times
4 where actually Mr. Lokting apparently had agreed
5 with what we were -- what I was proposing, but
6 Mr. Thompson was still not in agreement with
7 that. And so we had gone forward and come back
8 with a revision.

9 Q. In both those cases or in those cases,
10 Mr. Thompson did not change his mind, even though
11 Mr. Lokting was in favor?

12 A. That's correct.

13 Q. Who was the equipment provider for the
14 Atlantic City system?

15 A. Motorola.

16 Q. Did Mr. Thompson play any role in the
17 choice for Motorola equipment?

18 A. We had a Motorola system in Wilmington,
19 Delaware. We had discussed with Mr. Thompson
20 that at the time Motorola was the only
21 manufacturer that had the ability to link these
22 systems for what is now known as call delivery
23 automatic roaming.

24 MR. GURMAN: The time period that
25 you're discussing?

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1 THE WITNESS: This was in '87 or '88.

2 And there was no provision for any type of
3 industry standard like IS-41 or anything like
4 that. We had -- actually most of this was
5 Mr. Azeez had convinced Mr. Thompson that for him
6 to put in a Motorola system and for him to put in
7 a system that was compatible with what we had in
8 Wilmington would also give him compatibility with
9 Philadelphia, with central New Jersey, and with
10 New York which is a very large region with many
11 customers in the same area.

12 And this way we could provide what's
13 now also known as seamless roaming to the
14 customer base of Atlantic City. And so in that
15 regard I guess he was involved in choosing
16 Motorola equipment.

17 BY MR. WEBER:

18 Q. Was there a time where his approval
19 ultimately had to be given in order to use
20 Motorola equipment?

21 A. Yes. There was a separate contract for
22 Ellis Thompson Corporation, between Ellis
23 Thompson Corporation and Motorola. And all of
24 the equipment orders that were placed were
25 executed by Ellis Thompson.

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1 Q. So Mr. Thompson actually had to approve
2 of each piece of equipment that goes into each
3 cell site?

4 A. Yes. The way that Motorola structures
5 their contracts, there's a standard contract and
6 then each equipment order thereafter is an
7 amendment. And he would sign each amendment.

8 MR. WEBER: I would like to have this
9 marked as Villecco Exhibit 3. It's a two-page
10 letter dated March 7, 1990, with the Bates stamps
11 AM 148123 and 148124.

12 (Villecco Exhibit No. 3 was
13 marked for identification.)

14 BY MR. WEBER:

15 Q. Is this a letter discussing what you
16 were just referring to, amendments to a piece of
17 equipment?

18 A. Yes, it is.

19 Q. And Mr. Thompson would have to sign
20 each one of these amendments separately?

21 A. That is correct.

22 Q. Was there ever a time when Mr. Thompson
23 declined to sign one of these amendments?

24 A. Not that I can recall.

25 Q. Would each one of these amendments have